

B9500000045

Florida Department of State
Division of Corporations
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Division of Corporations
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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION BARKLEY PLACE II LIMITED PARTNERSHIP

Certificate of Status	0
Certified Copy	0
Page Count	03.1
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RE-SUBMIT

Electronic Filing Menu

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December 12, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT

SUBJECT: BARKLEY PLACE II LIMITED PARTNERSHIP
REF: B95000000045

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Neyssa Culligan
Regulatory Specialist II

FAX Aud. #: H13000270397
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RE-SUBMIT

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date of submission 12/10

AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

Barkley Place II Limited Partnership

2. The jurisdiction of its formation is: Maryland

3. The date the entity was authorized to transact business in Florida is: February 8, 1995

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or L.L.L.P.

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

MMA TEI GP, LLC

M13-7765

621 East Pratt Street, Suite 600
Baltimore, Maryland 21202

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TALLAHASSEE, FLORIDA

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

☐ The entity elects to be a limited liability limited partnership.

☐ The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:



Typed or printed name:

Earl W. Colo, III, EVP of MuniMac TEI Holdings, LLC, sole member of MMA-TEI COP, LLC, general partner

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

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**THIRD AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF
BARKLEY PLACE II LIMITED PARTNERSHIP**

THIS THIRD AMENDMENT (the "Amendment") **TO CERTIFICATE OF LIMITED PARTNERSHIP OF BARKLEY PLACE II LIMITED PARTNERSHIP** (the "Partnership") is made as of the 28th day of October, 2013, by MMA TEI GP, LLC, a Maryland limited liability company (the "General Partner"), which hereby certifies:

WHEREAS, Barkley Place II Limited Partnership, a Maryland limited partnership (the "Partnership"), was formed pursuant to that certain Certificate of Limited Partnership recorded with the Maryland State Department of Assessments and Taxation ("MSDAT") on February 7, 1995, as amended pursuant to, among other documents, a Second Amendment to Certificate of Limited Partnership of Barkley Place II Limited Partnership filed with MSDAT on January 12, 2005 (the "Certificate");

WHEREAS, the Partners now desire to enter into this Third Amendment to Certificate of Limited Partnership of the Partnership to evidence the change of the principal place of business of the Partnership and the General Partner; and

WHEREAS, pursuant to Section 3.1 of the Limited Partnership Agreement of the Partnership, the General Partner has the authority to enter into this Amendment without the joinder of the limited partners.

NOW, THEREFORE, the Certificate is hereby amended to read as follows:

FIRST: The Certificate is hereby amended by striking out the first sentence of paragraph 2 and inserting the following sentence in its place:

"The address of the principal office of the Partnership is 621 East Pratt Street, Suite 600, Baltimore, Maryland 21202."

The remainder of paragraph 2 of the original Certificate of Limited Partnership of the Partnership remains in full force and effect.

SECOND: The Certificate is hereby amended by striking out paragraph 3 and inserting in lieu thereof a new paragraph 3, to read as follows:

"3. The name and the business address of the general partner of the Partnership is as follows:

MMA TEI GP, LLC
621 East Pratt Street, Suite 600
Baltimore, Maryland 21202

As amended hereby, the Certificate of Limited Partnership shall remain in full force and effect.

[Signature Page Follows]

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the 3 page document on file in this office. DATED: 12/12/13

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: Sharon T. [Signature] Custodian

This stamp replaces our previous certification system. Effective: 6/25

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IN WITNESS WHEREOF, the party hereto has caused this Amendment to be duly executed the day and year first above written.

WITNESS

GENERAL PARTNER:

MMA TEI GP, LLC

By: MuniMae TEI Holdings, LLC, its sole member

Munder 2

By:

Earl W. Cole III
Name: Earl W. Cole III
Title: Executive Vice President

[Signature Page to Third Amendment to Certificate of Limited Partnership of Barkley Place II Limited Partnership]

CUST ID: 000288544
WORK ORDER: 0004213124
DATE: 10-29-2013 03:39 PM
AMT. PAID: \$155.00

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